

DCP Midstream Partners, LP  
Form 8-K  
February 24, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (date of earliest event reported): February 24, 2015

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DCP MIDSTREAM PARTNERS, LP  
(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation) 370 17th Street, Suite 2500 Denver, Colorado 80202 (Address of principal executive offices) (Zip Code) (303) 633-2900 (Registrant's telephone number, including area code) Not Applicable (Former name or former address, if changed since last report)	001-32678 (Commission File No.)	03-0567133 (IRS Employer Identification No.)
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition.

On February 24, 2015, DCP Midstream Partners, LP (the "Partnership") issued a press release announcing its financial results for the three months and year ended December 31, 2014. A copy of the press release is furnished as Exhibit 99.1 hereto, and is incorporated herein by reference. The press release contains financial measures that are not presented in accordance with accounting principles generally accepted in the United States of America, or GAAP, for the applicable periods presented, including adjusted EBITDA, distributable cash flow and adjusted segment EBITDA for each of the Partnership's three business segments. The most directly comparable GAAP financial measures to adjusted EBITDA and distributable cash flow are, respectively, net income attributable to partners, which is presented in the attached press release and prominently below for the applicable periods presented, and net cash provided by operating activities, which is presented in the attached press release and prominently below for the applicable periods presented. The most directly comparable GAAP financial measure to adjusted segment EBITDA for each business segment is the applicable segment net income or loss attributable to partners, which is presented in the attached press release and prominently below for the applicable periods presented:

DCP MIDSTREAM PARTNERS, LP  
GAAP FINANCIAL MEASURES  
(Unaudited)

	Three Months Ended December 31,			Year Ended December 31,		
	2014	2013 (1)	As Reported in 2013	2014 (1)	2013 (1)(2)	As Reported in 2013 (2)
	(Millions)			(Millions)		
Net income attributable to partners	\$ 199	\$ 33	\$ 28	\$ 423	\$ 200	\$ 181
Net cash provided by operating activities	\$ 89	\$ 66	\$ 60	\$ 524	\$ 345	\$ 324

DCP MIDSTREAM PARTNERS, LP  
SEGMENT GAAP FINANCIAL MEASURES  
(Unaudited)

	Three Months Ended December 31,			Year Ended December 31,		
	2014	2013 (1)	As Reported in 2013	2014 (1)	2013 (1)(2)	As Reported in 2013 (2)
	(Millions)			(Millions)		
Natural Gas Services segment:						
Segment net income attributable to partners	\$ 204	\$ 37	\$ 32	\$ 455	\$ 213	\$ 193
NGL Logistics segment:						
Segment net income attributable to partners	\$ 37	\$ 18	\$ 18	\$ 119	\$ 79	\$ 79
Wholesale Propane Logistics segment:						
Segment net (loss) income attributable to partners	\$ (4)	\$ 11	\$ 11	\$ 5	\$ 31	\$ 31

(1) Includes our Lucerne 1 plant, which we acquired in March 2014, retrospectively adjusted. Transfers of net assets between entities under common control are accounted for as if the transactions had occurred at the beginning of the

period, and prior years are retrospectively adjusted to furnish comparative information similar to the pooling method. In addition, results are presented as originally reported in 2013 for comparative purposes.

(2) Includes an 80% interest in the Eagle Ford system, of which 46.67% was acquired in March 2013 and is retrospectively adjusted. Transfers of net assets between entities under common control are accounted for as if the transactions had occurred at the beginning of the period, and prior years are retrospectively adjusted to furnish comparative information similar to the pooling method.

In accordance with General Instruction B.2 of Form 8-K, the press release furnished as Exhibit 99.1 to this current report on Form 8-K shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information or exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press Release dated February 24, 2015.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 24, 2015

DCP MIDSTREAM PARTNERS, LP

By: DCP MIDSTREAM GP, LP,  
its General Partner

By: DCP MIDSTREAM GP, LLC,  
its General Partner

By: /s/ Sean P. O'Brien  
Name: Sean P. O'Brien  
Title: Group Vice President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release dated February 24, 2015.